

STATE OF NEW JERSEY  
DEPARTMENT OF BANKING AND INSURANCE

IN THE MATTER OF THE REQUEST BY )  
CATIC FINANCIAL, INC. FOR AN EXEMPTION) )  
FROM THE FILING AND PUBLIC HEARING ) ORDER  
REQUIREMENTS OF THE INSURANCE )  
HOLDING COMPANY SYSTEMS ACT, )  
N.J.S.A. 17:27A-1 ET SEQ. )

This matter having been opened by the Commissioner of the Department of Banking and Insurance (“the Commissioner”) pursuant to N.J.S.A. 17:1C-1 et seq., and 17:27A-1 et seq., and all powers expressed or implied therein; and

IT APPEARING that N.J.S.A. 17:27A-2d provides for the Commissioner’s approval of any merger or other acquisition of control of a domestic insurer after holding a public hearing; and

IT FURTHER APPEARING that N.J.S.A. 17:27A-2f(2)(a) provides an exemption to N.J.S.A. 17:27A-2 when an offer, request, invitation, agreement or acquisition is made, which the Commissioner by Order shall find as not having been made or entered into for the purpose, and not having the effect, of changing or influencing the control of a domestic insurer; and

IT FURTHER APPEARING that CATIC Financial, Inc. (“CFI”) is a Connecticut-domiciled stock corporation that directly wholly-owns New Jersey Title Insurance Company (“NJTIC or “the insurer”), a New Jersey-domiciled stock title insurer; and

IT FURTHER APPEARING that CFI, currently a Connecticut-domiciled “C-corp” that is widely held, with no one shareholder owning 10 percent or more of CFI; seeks to undertake a

conversion of its corporate structure to become a non-stock corporation to be domiciled in Delaware; and

IT FURTHER APPEARING that CFI seeks to accomplish this corporate transition through the creation of a non-stock subsidiary domiciled in Delaware with which CFI will merge and be the surviving non-stock Delaware corporation, and through which all of the existing shareholders of CFI will become members of the restructured CFI with substantially the same rights that such shareholders currently have; and

IT FURTHER APPEARING that the insurer will be continue to be wholly-owned by CFI as a non-stock corporation domiciled in Delaware; and

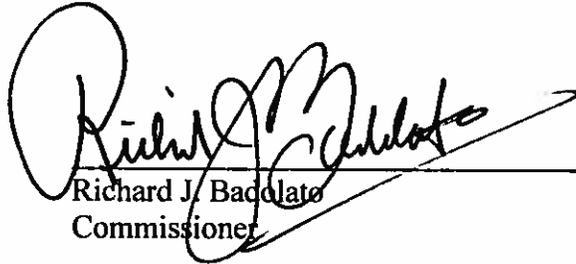
IT FURTHER APPEARING that this transaction is an intrasystem corporate restructuring that is not being made or entered into for the purpose, and will not have the effect, of changing or influencing the control of the insurer; and

IT FURTHER APPEARING that the Department has reviewed the documents submitted in support of this request and, based upon that review, has determined that the parties may be exempted from the filing and public hearing requirements of N.J.S.A. 17:27A-2, upon finding that the provisions of N.J.S.A. 17:27A-2f(2)(a) are applicable to this transaction;

THEREFORE, IT IS on this 27<sup>th</sup> day of March, 2017,

ORDERED that:

Based upon the finding that the proposed transaction involves an intrasystem reorganization that has no effect on the ultimate control or ownership of the insurer, this transaction is hereby exempted from the statutory filing and public hearing requirements of N.J.S.A. 17:27A-1 et seq. in accordance with N.J.S.A. 17:27A-2f(2)(a).



Richard J. Baddate  
Commissioner

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